



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**HERCULES MARINE SERVICES CORPORATION
CHARTER NO. 1282419**

ARTICLES OF INCORPORATION
CHANGE OF REGISTERED OFFICE AND/OR AGENT
ARTICLES OF AMENDMENT
ARTICLES OF AMENDMENT

AUGUST 30, 1993
OCTOBER 21, 1993
NOVEMBER 15, 1993
JANUARY 7, 1994



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on August 6, 1997.

Antonio O. Garza, Jr.
Secretary of State

BAM

ARTICLES OF INCORPORATION
OF
HERCULES REAL ESTATE CORPORATION

FILED
In the Office of the
Secretary of State of Texas

AUG 31 1993

Corporations Section

ARTICLE I

The name of the corporation is Hercules Real Estate Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of engaging in any lawful act, activity and/or business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V

No holder of any shares of any class of the corporation's authorized shares, or any other class of stock of the corporation hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock of the corporation (whether now or hereafter authorized), (b) any obligations, evidences of indebtedness, or other securities of the corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the corporation

ARTICLE VI

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE VII

The address of the registered office of the corporation is 1212 Guadalupe, Suite 102, Austin, Texas 78701 and the name of its initial registered agent at such address is Capitol Corporate Services, Inc.

ARTICLE VIII

The name and address of the incorporator is as follows:

NAME**ADDRESS**

Klara A. Zehentmayr

4500 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

ARTICLE IX

The number of directors constituting the Board of Directors on the date hereof is one (1) and the name and address of the person who is to serve as director until the next annual meeting of the shareholders, or until his successor or successors are elected and qualified, is as follows:

NAME**ADDRESS**

G. Matthew Sheridan

805 Third Avenue
New York, New York 10022

ARTICLE X

The corporation shall indemnify persons for whom indemnification is permitted by Article 2.02-1 of the Texas Business Corporation Act and such indemnification shall be made to the fullest extent permitted thereby.

ARTICLE XI

To the fullest extent permitted by law, directors and former directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. No amendment of this Article XI shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE XII

The right to accumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE XIII

Any action required by the Texas Business Corporation Act, or other applicable laws, or any action which may be taken without a meeting, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV

Special meetings of the shareholders of the corporation may be called by shareholders only if the holders of at least 10 percent (10%) of all shares entitled to vote at the proposed special meeting call such meeting.

The undersigned, the incorporator of this corporation, has signed these Articles of Incorporation on August 30, 1993.

Klara A. Zehentmayr
Klara A. Zehentmayr

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH BY
A PROFIT CORPORATIONOCT 21 1993
Corporations Section

1. The name of the corporation is Hercules Real Estate Corporation.

The corporation's charter number is _____.

2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is: (Please provide street address, city, state and zip code. The address must be in Texas).

1212 Guadalupe Suite 102

Austin, TX 78701

3. A. X The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas).

11011 Richmond Avenue, Suite 500

Houston, TX 77042

- OR B. _____ The registered office address will not change.

4. The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Capitol Corporate Services, Inc.

5. A. X The name of the NEW registered agent is Robert Millis.

- OR B. _____ The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by: (check one)

A. _____ The board of directors.

B. X An officer of the corporation so authorized by the board of directors.


An Authorized Officer

(Please refer to the back of this form for additional instructions)

3 0 1 7 5 0 0 1 5 1 0

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation: Article of the
Secretary of State of Texas

NOV 15 1993

ARTICLE 1

Corporations Section

The name of the corporation is Hercules Real Estate Corporation.

ARTICLE 2

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on October 29, 1993. The shareholders of the corporation deemed it to be in the best interest of the corporation to change the name of the corporation from Hercules Real Estate Corporation to Hercules Offshore Marine Services Corporation.

The amendment alters or changes Article I of the original Articles of Incorporation and the full text of such provision as amended is as follows:

"ARTICLE I

The name of the corporation is Hercules
Offshore Marine Services Corporation."

ARTICLE 3


The number of shares of the corporation outstanding at the time of such adoption was 2; and the number of shares entitled to vote thereon was 2.

ARTICLE 4

The holders of all the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment and any written notice required by Article 9.10 of the Act has been given.

Dated October 27th, 1993.

HERCULES REAL ESTATE CORPORATION

By: 
Name: Thomas J. Seward, II,
Title: President

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation: Secretary of State of Texas

ARTICLE 1

JAN 07 1994

The name of the corporation is Hercules Offshore Marine Services Corporation.

ARTICLE 2

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on Dec. 21, 1993. The shareholders of the corporation deemed it to be in the best interest of the corporation to change the name of the corporation from Hercules Offshore Marine Services Corporation to Hercules Marine Services Corporation.

The amendment alters or changes Article I of the amended Articles of Incorporation and the full text of such provision as amended is as follows:

"ARTICLE I

The name of the corporation is Hercules Marine Services Corporation."

ARTICLE 3

The number of shares of the corporation outstanding at the time of such adoption was 2; and the number of shares entitled to vote thereon was 2.

ARTICLE 4

The holders of all the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment and any written notice required by Article 9.10 of the Act has been given.

Dated Dec. 21, 1993.

HERCULES OFFSHORE MARINE SERVICES CORPORATION

By: Thomas J. Seward
Name: Thomas J. Seward, II.
Title: President

CORDTL CORPORATIONS SYSTEM DETAIL SCREEN

| CHARTER NO. | CORPORATION TYPE | STATUS | ORIGINAL DOF | DURATION | HOME STATE |
|-------------|--------------------|--------|--------------|----------|------------|
| 01282419 | 00 DOMESTIC PROFIT | ACTIVE | 08 30 1993 | PER | |

| | | | |
|--------------------------------------|-----------------------|------------|-------------------|
| NAME EXTENSION NO: 03 | DEAD DATE: 00 00 0000 | DEAD CODE: | CORPORATION NAME: |
| HERCULES MARINE SERVICES CORPORATION | | | |
| TAXPAYER ID: 03 01 1685290 3 | | | DBA NAME: |

REGISTERED AGENT NAME: ROBERT MILLIS

REGISTERED OFFICE ADDRESS: 11011 RICHMOND AVE STE 500

CITY: HOUSTON STATE: TX ZIPCODE: 77042

1ST INCORPORATOR NAME: KLARA A. ZEHENTMAYR

CITY: DALLAS STATE: TX

2ND INCORPORATOR NAME:

CITY: STATE:

3RD INCORPORATOR NAME:

CITY: STATE:

CAPITAL STOCK:1,000 @ 1.00

SURVIVOR NAME:

NEXT OPTION: ENTER ONE: N= NAMES, O=NOTICES, P=PIR, D=DETAIL, A=AN DETAIL,
X=ASSUMED NAMES, H=HISTORY, R=REVERSE HISTORY, K=PENDING, S=SEARCH, OR M=MENU
**** ASSUMED NAMES NOT FOUND ****

CORNAM CORPORATIONS SYSTEM HISTORY OF NAMES SCREEN

FILE NO.: 01282419 FILE TYPE: 00 ORIGINAL FILE DATE: 08 30 1993

| NAMES | EXTENSION NO. | STATUS | DEAD DATE |
|--|---------------|--------|------------|
| 1. PRIOR CRP NAME HERCULES REAL ESTATE CORPORATION | 01 | DEAD | 11 15 1993 |
| 2. PRIOR CRP NAME HERCULES OFFSHORE MARINE SERVICES CORPORATION | 02 | DEAD | 01 07 1994 |
| 3. CORPORATE NAME HERCULES MARINE SERVICES CORPORATION | 03 | ACTIVE | 00 00 0000 |

4.

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NEXT OPTION:

ENTER ONE: X=ASSUMED NAMES, N=NAMES, D=DETAIL, O=NOTICES, P=PIR, H=HISTORY,
R=REVERSE HISTORY, K=PENDING, S=SEARCH, A=ASSUMED NAME DETAIL, M=MENU

CORP05 CORPORATIONS SYSTEM PIR CORPORATION SCREEN

CORPORATE PIR DISPLAY

| CHARTER NO./TYPE | TAXPAYER ID NO. | TAX YEAR | OWNED COUNT | OWNING COUNT | OFFICERS |
|------------------|-----------------|----------|-------------|--------------|----------|
| 01282419 00 | 03-01-1685290-3 | 1995 | 0000 | 0001 | 0007 |

CORPORATION NAME:
HERCULES MARINE SERVICES CORPORATION

CORPORATION STREET ADDRESS: 11011 RICHMOND AVE STE 500
CITY: HOUSTON STATE: TX ZIPCODE: 77042

PRINCIPAL OFFICE STREET ADDRESS: 11011 RICHMOND AVE STE 500
CITY: HOUSTON STATE: TX ZIPCODE: 77042

PRINCIPAL PLACE OF BUSINESS ADDR: SAME AS ABOVE
CITY: HOUSTON STATE: TX ZIPCODE: 77042

NEXT OPTION: ENTER ONE: "P"=PIR CORP, "W"=OWNED, "G"=OWNING, "M"=MENU,
"D"=CORP. DETAIL, "T"=TAXPAYER ID DUPLICATE,
"F"=O/D DETAIL

CORP07 CORPORATIONS SYSTEM PIR OWNING SCREEN

| CHARTER NO/TYPE | TAXPAYER ID | TAX YEAR | OWNED COUNT | OWNING COUNT | OFFICERS |
|-----------------|-----------------|----------|-------------|--------------|----------|
| 01282419 00 | 03-01-1685290-3 | 1995 | 0000 | 0001 | 0007 |

CORPORATION NAME:

HERCULES MARINE SERVICES CORPORATION

| | | | |
|---------------------------------|----------------|--------|-------------|
| 1. CHARTER NO/TYPE: 00000000 00 | INTEREST: 0100 | STATE: | ID NO: 0006 |
| ADWAY INTERNATIONAL LTD. | | | |
| 2. CHARTER NO/TYPE: | INTEREST: | STATE: | ID NO: |
| 3. CHARTER NO/TYPE: | INTEREST: | STATE: | ID NO: |
| 4. CHARTER NO/TYPE: | INTEREST: | STATE: | ID NO: |
| 5. CHARTER NO/TYPE: | INTEREST: | STATE: | ID NO: |
| 6. CHARTER NO/TYPE: | INTEREST: | STATE: | ID NO: |

NEXT OPTION: ENTER ONE: "G"=OWNING, "W"=OWNED, "P"=PIR CORP, "M"=MENU,
"D"=CORP. DETAIL, "F"=O/D DETAIL

**** SEARCH COMPLETED ****

CORP08 CORPORATIONS SYSTEM PIR OFFICER/DIRECTOR SCREEN

| CHARTER NO./TYPE | TAXPAYER ID NO. | TAX YEAR | OWNED COUNT | OWNING COUNT | OFFICERS |
|------------------|-----------------|----------|-------------|--------------|----------|
| 01282419 00 | 03-01-1685290-3 | 1995 | 0000 | 0001 | 0007 |

CORPORATION NAME:

HERCULES MARINE SERVICES CORPORATION

- | | | |
|--|-------------|-----|
| 1. OFFICER/DIRECTOR NAME: SEWARD, THOMAS J*III | TITLE: P | DIR |
| STREET ADDRESS: 11011 RICHMOND AVE STE 500 | | |
| CITY: HOUSTON STATE: TX ZIPCODE: 77042 | ID NO: 0001 | |
| 2. OFFICER/DIRECTOR NAME: HASHIM, SALEHUDDIN | TITLE: | DIR |
| STREET ADDRESS: SAME | | |
| CITY: HOUSTON STATE: TX ZIPCODE: 77042 | ID NO: 0002 | |
| 3. OFFICER/DIRECTOR NAME: HORD, THOMAS E | TITLE: | DIR |
| STREET ADDRESS: SAME | | |
| CITY: HOUSTON STATE: TX ZIPCODE: 77042 | ID NO: 0003 | |
| 4. OFFICER/DIRECTOR NAME: MANUEL, SUE | TITLE: S | |
| STREET ADDRESS: SAME | | |
| CITY: HOUSTON STATE: TX ZIPCODE: 77042 | ID NO: 0004 | |

NEXT OPTION: ENTER ONE: "W"=OWNED, "G"=OWNING, "P"=PIR CORP, "M"=MENU, "D"=CORP DETAIL, "F"=O/D DETAIL

CORP08 CORPORATIONS SYSTEM PIR OFFICER/DIRECTOR SCREEN

| CHARTER NO./TYPE | TAXPAYER ID NO. | TAX YEAR | OWNED COUNT | OWNING COUNT | OFFICERS |
|------------------|-----------------|----------|-------------|--------------|----------|
| 01282419 00 | 03-01-1685290-3 | 1995 | 0000 | 0001 | 0007 |

CORPORATION NAME:

HERCULES MARINE SERVICES CORPORATION

- | | | |
|---|-------------|-----|
| 1. OFFICER/DIRECTOR NAME: MILLIS, ROBERT H | TITLE: T | |
| STREET ADDRESS: SAME | | |
| CITY: HOUSTON STATE: TX ZIPCODE: 77042 | ID NO: 0005 | |
| 2. OFFICER/DIRECTOR NAME: MITCHELL, BARBARA | TITLE: | DIR |
| STREET ADDRESS: 11533 PINE CONE CT | | |
| CITY: RESTON STATE: VA ZIPCODE: 22091 | ID NO: 0007 | |
| 3. OFFICER/DIRECTOR NAME: ALIAS, ZAHARUDDIN | TITLE: | DIR |
| STREET ADDRESS: 47300 PETALING JAYA | | |
| CITY: MALAYSIA STATE: ZIPCODE: | ID NO: 0008 | |
| 4. OFFICER/DIRECTOR NAME: | TITLE: | |
| STREET ADDRESS: | | |
| CITY: STATE: ZIPCODE: | ID NO: | |

NEXT OPTION: ENTER ONE: "W"=OWNED, "G"=OWNING, "P"=PIR CORP, "M"=MENU,
"D"=CORP DETAIL, "F"=O/D DETAIL

**** SEARCH COMPLETED ****

CORDTL CORPORATIONS SYSTEM DETAIL SCREEN

| CHARTER NO. | CORPORATION TYPE | STATUS | ORIGINAL DOF | DURATION | HOME STATE |
|-------------|--------------------|--------|--------------|----------|------------|
| 01275495 | 00 DOMESTIC PROFIT | ACTIVE | 06 25 1993 | PER | |

| | | | |
|-------------------------------|-----------------------|------------|-------------------|
| NAME EXTENSION NO: 02 | DEAD DATE: 00 00 0000 | DEAD CODE: | CORPORATION NAME: |
| HERCULES OFFSHORE CORPORATION | | | |
| TAXPAYER ID: 01 76 0409092 2 | | | DBA NAME: |

REGISTERED AGENT NAME: ROBERT MILLIS

REGISTERED OFFICE ADDRESS: 11011 RICHMOND AVE., STE 500

CITY: HOUSTON STATE: TX ZIPCODE: 77042

1ST INCORPORATOR NAME: KLARA A. ZEHENTMAYR

CITY: DALLAS STATE: TX

2ND INCORPORATOR NAME:

CITY: STATE:

3RD INCORPORATOR NAME:

CITY: STATE:

CAPITAL STOCK: 18,034,384C0@1.00*5,000,000PR+

SURVIVOR NAME:

NEXT OPTION: ENTER ONE: N= NAMES, O=NOTICES, P=PIR, D=DETAIL, A=AN DETAIL,
X=ASSUMED NAMES, H=HISTORY, R=REVERSE HISTORY, K=PENDING, S=SEARCH, OR M=MENU
**** ASSUMED NAMES NOT FOUND ****

CORNAM CORPORATIONS SYSTEM HISTORY OF NAMES SCREEN

FILE NO.: 01275495 FILE TYPE: 00 ORIGINAL FILE DATE: 06 25 1993

| NAMES | EXTENSION NO. | STATUS | DEAD DATE |
|---|---------------|--------|------------|
| 1. PRIOR CRP NAME HERCULES OPERATING CORPORATION | 01 | DEAD | 09 02 1993 |
| 2. CORPORATE NAME HERCULES OFFSHORE CORPORATION | 02 | ACTIVE | 00 00 0000 |

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NEXT OPTION:

ENTER ONE: X=ASSUMED NAMES, N=NAMES, D=DETAIL, O=NOTICES, P=PIR, H=HISTORY,
R=REVERSE HISTORY, K=PENDING, S=SEARCH, A=ASSUMED NAME DETAIL, M=MENU

CORP05 CORPORATIONS SYSTEM PIR CORPORATION SCREEN

CORPORATE PIR DISPLAY

| CHARTER NO./TYPE | TAXPAYER ID NO. | TAX YEAR | OWNED COUNT | OWNING COUNT | OFFICERS |
|------------------|-----------------|----------|-------------|--------------|----------|
| 01275495 00 | 01-76-0409092-2 | 1995 | 0000 | 0000 | 0007 |

CORPORATION NAME:
HERCULES OFFSHORE CORPORATION

CORPORATION STREET ADDRESS: 11011 RICHMOND AVE STE 500
CITY: HOUSTON STATE: TX ZIPCODE: 77042

PRINCIPAL OFFICE STREET ADDRESS:
CITY: HOUSTON STATE: TX ZIPCODE:

PRINCIPAL PLACE OF BUSINESS ADDR: 11011 RICHMOND AVENUE SUITE 500
CITY: HOUSTON STATE: TX ZIPCODE: 77042

NEXT OPTION: ENTER ONE: "P"=PIR CORP, "W"=OWNED, "G"=OWNING, "M"=MENU,
"D"=CORP. DETAIL, "T"=TAXPAYER ID DUPLICATE,
"F"=O/D DETAIL

CORP08 CORPORATIONS SYSTEM PIR OFFICER/DIRECTOR SCREEN

| CHARTER NO./TYPE | TAXPAYER ID NO. | TAX YEAR | OWNED COUNT | OWNING COUNT | OFFICERS |
|------------------|-----------------|----------|-------------|--------------|----------|
| 01275495 00 | 01-76-0409092-2 | 1995 | 0000 | 0000 | 0007 |

CORPORATION NAME:

HERCULES OFFSHORE CORPORATION

- | | | |
|---|-------------|-----|
| 1. OFFICER/DIRECTOR NAME: SEWARD, THOMAS J II | TITLE: C | DIR |
| STREET ADDRESS: 11011 RICHMOND AVENUE SUITE 500 | | |
| CITY: HOUSTON STATE: TX ZIPCODE: 77042 | ID NO: 0001 | |
| 2. OFFICER/DIRECTOR NAME: HORD, THOMAS E | TITLE: | |
| STREET ADDRESS: SAME AS ABOVE | | |
| CITY: STATE: ZIPCODE: | ID NO: 0002 | |
| 3. OFFICER/DIRECTOR NAME: MITCHEL, BARBARA | TITLE: | |
| STREET ADDRESS: SAME AS ABOVE | | |
| CITY: STATE: ZIPCODE: | ID NO: 0003 | |
| 4. OFFICER/DIRECTOR NAME: HASHIM, SALEHUDDIN | TITLE: | |
| STREET ADDRESS: NO. 29A JALAN TAMAN U THANT | | |
| CITY: STATE: ZIPCODE: | ID NO: 0004 | |

NEXT OPTION: ENTER ONE: "W"=OWNED, "G"=OWNING, "P"=PIR CORP, "M"=MENU,
"D"=CORP DETAIL, "F"=O/D DETAIL

CORP08 CORPORATIONS SYSTEM PIR OFFICER/DIRECTOR SCREEN

| CHARTER NO./TYPE | TAXPAYER ID NO. | TAX YEAR | OWNED COUNT | OWNING COUNT | OFFICERS |
|------------------|-----------------|----------|-------------|--------------|----------|
| 01275495 00 | 01-76-0409092-2 | 1995 | 0000 | 0000 | 0007 |

CORPORATION NAME:

HERCULES OFFSHORE CORPORATION

- | 1. OFFICER/DIRECTOR NAME: | ALIAS, ZAHARUDDIN | TITLE: |
|---------------------------|------------------------------------|----------------|
| STREET ADDRESS: | NO. 71 JALAN SS1/19, KAMPUNG TUNKU | |
| CITY: | STATE: ZIPCODE: | ID NO: 0005 |
| 2. OFFICER/DIRECTOR NAME: | MILLIS, ROBERT | TITLE: S/T DIR |
| STREET ADDRESS: | 11011 RICHMOND AVENUE SUITE 500 | |
| CITY: HOUSTON | STATE: TX ZIPCODE: 77042 | ID NO: 0006 |
| 3. OFFICER/DIRECTOR NAME: | MANUEL, SUE | TITLE: AS DIR |
| STREET ADDRESS: | 11011 RICHMOND AVENUE SUITE 500 | |
| CITY: HOUSTON | STATE: TX ZIPCODE: 77042 | ID NO: 0007 |
| 4. OFFICER/DIRECTOR NAME: | | TITLE: |
| STREET ADDRESS: | | |
| CITY: | STATE: ZIPCODE: | ID NO: |

NEXT OPTION: ENTER ONE: "W"=OWNED, "G"=OWNING, "P"=PIR CORP, "M"=MENU,
 "D"=CORP DETAIL, "F"=O/D DETAIL

**** SEARCH COMPLETED ****



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**HERCULES OFFSHORE CORPORATION
CHARTER NO. 1275495**

ARTICLES OF INCORPORATION
ARTICLES OF AMENDMENT
CHANGE OF REGISTERED OFFICE AND/OR AGENT
ARTICLES OF AMENDMENT
ARTICLES OF AMENDMENT
AMENDMENT

JUNE 25, 1993
SEPTEMBER 2, 1993
OCTOBER 21, 1993
JANUARY 11, 1994
DECEMBER 23, 1996
DECEMBER 23, 1996



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on August 6, 1997.

Antonio O. Garza, Jr.
Secretary of State

BAM

ARTICLES OF INCORPORATION
OF
HERCULES OPERATING CORPORATION

FILED
In the Office of the
Secretary of State of Texas
JUN 25 1993

Corporations Section

ARTICLE I

The name of the corporation is Hercules Operating Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of engaging in any lawful act, activity and/or business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V

No holder of any shares of any class of the corporation's authorized shares, or any other class of stock of the corporation hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock of the corporation (whether now or hereafter authorized), (b) any obligations, evidences of indebtedness, or other securities of the corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the corporation

ARTICLE VI

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE VII

The address of the registered office of the corporation is 1212 Guadalupe, Suite 102, Austin, Texas 78701 and the name of its initial registered agent at such address is Capitol Corporate Services, Inc.

ARTICLE VIII

The name and address of the incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Klara A. Zehentmayr | 4500 Trammell Crow Center 2001 Ross Avenue Dallas, Texas 75201 |

ARTICLE IX

The number of directors constituting the Board of Directors on the date hereof is one (1) and the name and address of the person who is to serve as director until the next annual meeting of the shareholders, or until his successor or successors are elected and qualified, is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Howard M. Berkower | 805 Third Avenue New York, New York 10022 |

ARTICLE X

The corporation shall indemnify persons for whom indemnification is permitted by Article 2.02-1 of the Texas Business Corporation Act and such indemnification shall be made to the fullest extent permitted thereby.

ARTICLE XI

To the fullest extent permitted by law, directors and former directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. No amendment of this Article XI shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE XII

The right to accumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE XIII

Any action required by the Texas Business Corporation Act, or other applicable laws, or any action which may be taken without a meeting, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV

Special meetings of the shareholders of the corporation may be called by shareholders only if the holders of at least 10 percent (10%) of all shares entitled to vote at the proposed special meeting call such meeting.

The undersigned, the incorporator of this corporation, has signed these Articles of Incorporation on June 25, 1993.

Klara A. Zehentmayr
Klara A. Zehentmayr


FILED
In the Office of the
Secretary of State of Texas

SEP 2 1993

Corporations Section

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HERCULES OPERATING CORPORATION**

Pursuant to Article 4.04 of the Texas Business Corporation Act ("TBCA"), Hercules Operating Corporation, a Texas corporation (the "Corporation"), hereby adopts the following amendment ("Amendment"), which amends the Articles of Incorporation of the Corporation as follows:

FIRST: The name of the Corporation is Hercules Operating Corporation. 

SECOND: The Amendment was adopted by the Corporation's shareholders effective as of September 1, 1993.

THIRD: The Corporation has two outstanding shares of common stock, the holder of which is entitled to vote all such shares on the matter of the Amendment.

FOURTH: The Amendment was adopted by a Consent in Lieu of Special Meeting of the Sole Shareholder.

FIFTH: The Amendment does not provide for an exchange, reclassification or cancellation of issues shares of the Corporation.

SIXTH: The Amendment does not effect a change in the stated capital of the Corporation.

SEVENTH: The text of Article I of the Articles of Incorporation of the Corporation has been amended and now reads in its entirety as follows:

The name of the corporation is Hercules Offshore Corporation.

These Articles of Amendment have been executed this 1st day of September, 1993.

By: J. Henry Seward
Title: PRESIDENT

FILED

In the Office of the
Secretary of State of TexasSTATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH BY
A PROFIT CORPORATION

OCT 21 1993

Corporations Section

1. The name of the corporation is Hercules Offshore Corporation.
The corporation's charter number is _____.
2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is: (Please provide street address, city, state and zip code. The address must be in Texas).
1212 Guadalupe Suite 102
Austin, TX 78701
3. A. X The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas).
11011 Richmond Avenue, Suite 500
Houston, TX 77042
- OR B. ____ The registered office address will not change.
4. The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Capitol Corporate Services, Inc.
5. A. X The name of the NEW registered agent is Robert Millis.
- OR B. ____ The registered agent will not change.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by: (check one)
A. ____ The board of directors.
B. X An officer of the corporation so authorized by the board of directors.

Robert H. Millis
An Authorized Officer

(Please refer to the back of this form for additional instructions)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1

The name of the corporation is Hercules Offshore Corporation.

FILED

In the Office of the
Secretary of State of Texas

JAN 11 1994

ARTICLE 2

Corporations Section

The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the corporation on January 7, 1994. The sole shareholder of the corporation deemed it to be in the best interest of the corporation to increase the number of authorized shares of common stock from 1,000 to 18,034,384.

The amendment alters or changes Article IV of the original Articles of Incorporation, as amended, and the full text of such provision as amended is as follows:

"ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 18,034,384 shares of Common Stock, \$1.00 par value per share."

ARTICLE 3

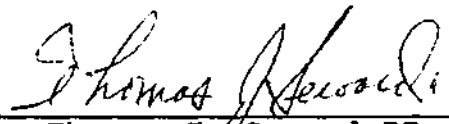
The number of shares of the corporation outstanding at the time of such adoption was 2; and the number of shares entitled to vote thereon was 2.

ARTICLE 4

The holders of all the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment and any written notice required by Article 9.10 of the Act has been given.

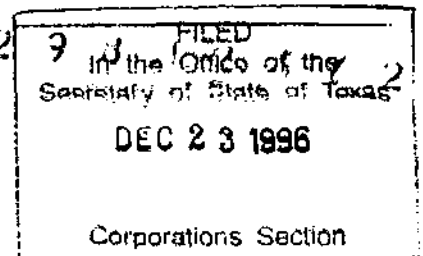
Dated January 10, 1994.

HERCULES OFFSHORE CORPORATION

By: 
Name: Thomas J. Seward II,
Title: President

1 0 2 2 9

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**



Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1

The name of the corporation is Hercules Offshore Corporation.

ARTICLE 2

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on November 21, 1996. The shareholders of the corporation deemed it to be in the best interest of the corporation to provide for a class of preferred shares.

The amendment alters or changes Article IV of the original Articles of Incorporation, as amended, and the full text of such provision as amended is as follows:

"ARTICLE IV

"The corporation shall have authority to issue two classes of shares, to be designated respectively as preferred and common. The total number of shares which the corporation is authorized to issue is Twenty Three Million Thirty Four Thousand Three Hundred Eighty Four (23,034,384) shares. The number of preferred shares authorized is Five Million (5,000,000) shares, no nominal or par value. The number of common shares authorized is Eighteen Million Thirty Four Thousand Three Hundred Eighty Four (18,034,384) shares of Common Stock, \$1.00 par value.

Section 4.01 Authorization of Directors to Determine Certain Rights of Preferred Stock. The Board of Directors is authorized, from time to time, to divide the preferred stock into series, to designate each series, to fix and determine separately for each series any one or more of the following relative rights and preferences, and to issue shares of any series then or previously designated, fixed and determined:

- (A) the rate of dividend;
- (B) the price at and the terms and conditions on which shares may be redeemed;
- (C) sinking fund provisions (if any) for the redemption or purchase of shares;

- (D) the amount payable upon shares in the event of involuntary dissolution;
- (E) the amount payable upon shares in the event of voluntary dissolution;
- (F) the terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion;
- (G) the terms and conditions, if any, on which shares may be exchanged for corporate property or indebtedness; and
- (H) voting rights (including the number of votes per share, the matters on which the shares can vote, and the contingencies which make the voting rights effective)."

ARTICLE 3

The number of shares of the corporation outstanding at the time of such adoption was 18,034,384 and the number of shares entitled to vote thereon was 18,034,384.

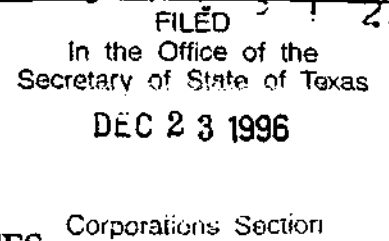
ARTICLE 4

The holder of all the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment and any written notice required by Article 9.10 of the Act has been given.

Dated December 21, 1996.

HERCULESOFFSHORECORPORATION

By: Robert H. Millis
Name: Robert H. Millis
Title: Chief Financial Officer



**STATEMENT OF DESIGNATIONS, PREFERENCES
AND RIGHTS OF
SERIES A NON-VOTING CUMULATIVE PREFERRED STOCK**

The undersigned Chief Financial Officer of Hercules Offshore Corporation, a Texas corporation (the "Corporation"), states that pursuant to the authority granted to and vested in the Board of Directors of the Corporation by the provisions of the Articles of Incorporation of the Corporation, as amended, and in accordance with the provisions of Article 2.13 of the Texas Business Corporation Act, the Board of Directors has duly adopted the following resolutions creating a series of preferred stock of the Corporation to be designated Series A Non-Voting Cumulative Stock:

Whereas, the Board of Directors of the Corporation has determined it to be in the Corporation's best interest to designate and issue a series of preferred stock; therefore it is

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by Article IV of the Corporation's Articles of Incorporation, as amended, a series of preferred stock of the Corporation be, and hereby is, created out of the authorized but unissued shares of the capital stock of the Corporation, such series to be designated Series A Non-Voting Cumulative Preferred Stock, to consist of 4,000,000 shares of no nominal or par value, of which the preferences and relative and other rights, the qualifications, limitations or restrictions of each of which shall be (in addition to those set forth in the Corporation's Articles of Incorporation, as amended) as follows:

Section 1. Dividends. The Series A Preferred Stock shareholders are entitled to receive dividends out of any funds legally available for that purpose at the annual rate of nine percent (9%) of the par value and no more. Accordingly, the annual dividend rate of the Series A Preferred Stock shall be \$0.09 on each outstanding share of such stock. Dividends on shares of the Series A Preferred Stock shall be payable in cash, when, as and if declared by the Board of Directors out of the assets of the Corporation which are by law available for the payment of dividends, annually on such date as may be determined by the Board of Directors, provided that, notwithstanding any other provision set forth herein, no dividends on Series A Preferred Stock may be declared and paid until on or after January 1, 2005, but such dividends shall accrue and become cumulative from the date of original issuance, whether or not earned or declared. Such dividends shall be paid to the record owner of such shares as shown on the stock register of the Corporation on the date on which such dividend is declared and shall be paid within 30 days after such dividend is declared. Such dividends shall be payable before any dividend, distribution, redemption or repurchase shall be paid upon or made or set apart with respect to any Junior Preference Stock (as defined in Section 6 hereof) and shall be cumulative so that if

in any dividend period dividends at the rate of \$0.09 per annum shall not have been paid upon or set apart for the Series A Preferred Stock, the deficiency, but without interest on such deficiency, shall be fully paid or set apart for the payment before any dividend, distribution, redemption or repurchase shall be paid upon or made or set apart with respect to any (i) Junior Preference Stock or (ii) any Parity Stock (as defined in Section 6 hereof), except that dividend payments may be made pro rata on the Series A Preferred Stock and on any Parity Stock as to which cumulative dividends are in arrears according to the full cumulative dividends then in arrears with respect to the Series A Preferred Stock and any Parity Stock. A dividend on account or in full for arrears for any past dividend period may be declared and paid at any time, without reference to any dividend payment date, to stockholders of record on such date, not exceeding 45 days preceding the payment date, as may be fixed by the Board of Directors. To the extent that the amount paid at any time or from time to time on the shares of Series A Preferred Stock shall be less than the total amount due and payable on such shares, such amount shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series A Preferred Stock then outstanding.

Section 2. Restrictions on Junior Stock Payments. So long as any of the Series A Preferred Stock is outstanding, the Corporation will not declare any dividend on any class of Junior Preference Stock and will not make any other Junior Stock Payment unless, prior to giving effect to the proposed Junior Stock Payment, all dividends on the Series A Preferred Stock for all past dividend periods shall have been paid at the date of declaration in the case of a dividend, or at the date of setting apart money therefor in the case of any mandatory redemption or purchase or other analogous fund, or at the date of payment or distribution in the case of any other Junior Stock Payment (each such date being herein called a "Junior Stock Payment Date").

Section 3. Voting. The holders of the shares of the Series A Preferred Stock shall not be entitled to vote such shares at any meeting of the shareholders of the Corporation except as otherwise required by law or as set forth herein. The right of holders of the shares of Series A Preferred Stock to vote as a separate class is specifically denied.

Section 4. Liquidation. In the event of any complete or partial liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the shares of the Series A Preferred Stock shall each be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, a sum equal to \$1.00 plus accrued dividends (including cumulative dividends) to the date of such liquidation, dissolution or winding up. If the assets of the Corporation shall be insufficient to permit the payment in full of such preferential amounts in respect of the Series A Preferred Stock and all other classes and series of Parity Stock, then said assets shall be distributed ratably among the holders of the shares of Series A Preferred Stock and of such other classes and series of Parity Stock in proportion to the amounts that would be payable on such liquidation, dissolution or winding up if all such amounts were paid in full. Neither the sale, conveyance, exchange or transfer of all or substantially all of the properties of the Corporation, nor the merger or consolidation of the Corporation into or with

any other corporation, nor any purchase or redemption of stock of the Corporation of any class shall be deemed or constitute a liquidation, dissolution or winding up for the purposes hereof.

Section 5. Redemption.

(a) At the option of the Board of Directors, the shares of Series A Preferred Stock may be redeemed in whole or in part on or after January 1, 2005 by the Corporation, at a redemption price of \$1.00 per share plus all unpaid and accumulated dividends accrued to such date.

(b) At least 20 but not more than 60 days notice of redemption of Series A Preferred Stock under this Paragraph 5 shall be given by the Corporation to the Series A Preferred Stock shareholders by mailing a copy of such notice to each holder of record at its address appearing on the books of the Corporation. If on or before the date for redemption set in such notice (the "Redemption Date") all funds necessary for such redemption shall have been set aside by the corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the Series A Preferred Stock, so as to be and continue to be available therefor, then from and after the Redemption Date, notwithstanding that any certificate for shares of Series A Preferred Stock shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue and all rights with respect to shares of Series A Preferred Stock shall forthwith on the Redemption Date cease and terminate except only the right of the holders thereof to receive the redemption price of such shares so to be redeemed plus accrued and unpaid dividends up to the Redemption Date, but without interest thereon. Any moneys so set aside by the Corporation and unclaimed at the end of five years from the Redemption Date shall revert to the general funds of the Corporation.

Section 6. Definitions. For the purposes hereof, the following terms shall have the following respective meanings:

"Junior Preference Stock" shall mean the Common Stock of the Corporation and any other stock over which the Series A Preferred Stock has a preference as to payment of dividends.

"Junior Stock Payment" shall mean a payment made on any Junior Preference Stock.

"Parity Stock" shall mean any stock of the Corporation ranking as to distribution of assets and dividends on a parity with the Series A Preferred Stock.

"Prior Stock" shall mean any stock of the Corporation which has a preference over the Series A Preferred Stock as to payment of dividends or as to distribution of assets

IN WITNESS WHEREOF, the undersigned has executed this Statement of Designations, Preferences and Rights of Series A Non-Voting Cumulative Preferred Stock this 21st day of December, 1996.

By: Robert H. Millis
Name: Robert H. Millis
Title: Chief Financial Officer